



**Illinois
Central
Gulf**

An **IC Industries** Company

William H. Sanders
Corporate Counsel

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

RECORDATION NO. 6935-0 Filed 1425

February 15, 1986

MAR 5 1986 -4 05 PM

Mr. James H. **INTERSTATE COMMERCE COMMISSION**
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. **C-064A014**
MAR 5 1986
Date
Fee \$ **10.00**

Dear Mr. Bayne:

ICC Washington, D. C.

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of a Release of an Equipment Trust Agreement (Illinois Central Gulf Railroad Equipment Trust, Series 3). This document is a secondary document dated as of February 15, 1986. The primary document to which this is connected was recorded under Recordation No. 6935 on February 21, 1973.

A check payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addressed of the parties to the document are as follows:

Trustee and Lessor:

Manufacturers Hanover Trust Company
600 Fifth Avenue
New York, New York 10020

Lessee:

Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A description of the equipment covered by this release follows:

All equipment included in the aforementioned Equipment Trust Agreement and any amendment or Supplement thereto.

MOTOR VEHICLE UNIT

MAR 5 3 56 PM '86

100-251174-06
TH-100-251174-06

Ann M. Santos
Charles J. [Signature]

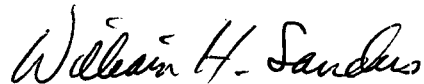
- 2 -

A short summary of the document to appear in the index follows:

Release dated as of February 15, 1986 of an Equipment Trust Agreement dated as of February 15, 1973 with Recordation No. 6935 providing for the release of all right, title and interest in all equipment.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

A handwritten signature in cursive script that reads "William H. Sanders".

William H. Sanders

WHS:paz

6935-0
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INTERSTATE COMMERCE COMMISSION

ILLINOIS CENTRAL GULF RAILROAD EQUIPMENT TRUST
Series 3

RELEASE

Dated as of February 15, 1986

BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, Trustee

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

R E L E A S E

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, heretofore on the 15th day of February, 1973, an Equipment Trust Agreement constituting Illinois Central Gulf Railroad Equipment Trust, Series 3, was entered into by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee, to which MANUFACTURERS HANOVER TRUST COMPANY, a corporation duly organized under the laws of the State of New York, is the Successor Trustee (either of said Companies being hereinafter called the "Trustee"), and ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation (hereinafter called the "Railroad Company"), (said Agreement and all supplements thereto being hereinafter referred to collectively as the "Agreement" and all having been duly recorded with the Interstate Commerce Commission under Recordation Numbers 6935 and 6935A through N. respectively), wherein and whereby for a consideration therein named and upon certain conditions therein set forth, the Trustee did let and lease to the Railroad Company for the term in said lease provided, certain railroad equipment therein and hereinafter more particularly described; and

WHEREAS, by the terms of the Agreement it was agreed that at the termination thereof, and after all the payments required thereby should have been completed and fully made by the Railroad Company to the Trustee, the railroad equipment thereby leased should be assigned and transferred by the Trustee to the Railroad Company, or its nominee or nominees, and should thereupon be and become the absolute property of the Railroad Company, or its nominee or nominees; and

WHEREAS, the said Railroad Company has fully paid all the rental reserved and payments stipulated for the said railroad equipment, as covenanted and agreed in the Agreement, and has fully performed all the conditions and covenants therein set forth and desires that the said railroad equipment now be released, assigned and transferred;

NOW, THEREFORE, the said MANUFACTURERS HANOVER TRUST COMPANY, Trustee, for and in consideration of the premises, and the sum of One Dollar (\$1.00), good and lawful money of the United States, to it in hand paid by said Railroad Company, at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has released, assigned and transferred, and by these presents does release, assign and transfer unto ILLINOIS CENTRAL GULF RAILROAD COMPANY, and its successors and

assigns, without recourse in any event, all of its rights, title and interest in all of the railroad equipment mentioned and described in the Agreement except for 28 100-ton open hopper cars, Nos. ICG 365453 - 365480, both inclusive, which are, pursuant to instructions of the Railroad Company, being conveyed by a Bill of Sale to The Northern Trust Company, Chicago, Illinois.

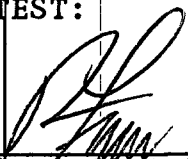
The Trustee makes no representations or warranties of any kind hereby, express or implied, including as to the present existence or condition of said railroad equipment or whether it is now in the possession of the Railroad Company.

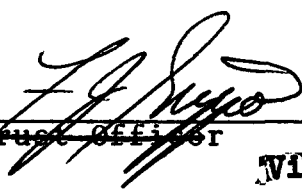
This Release is being simultaneously executed in a number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, MANUFACTURERS HANOVER TRUST COMPANY has caused these presents to be signed in its corporate name, and its corporate seal, duly attested, to be hereunto affixed this 3rd day of March, A.D. 1986

ATTEST:

MANUFACTURERS HANOVER TRUST COMPANY


Assistant Secretary


Trust Officer

Vice President

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On the *3rd* day of *March*, 19*86*,
before me personally came *F. J. Grippo* to me
known, who being by me duly sworn, says that he is a ~~Trust~~ **Vice President**
~~Officer~~ of Manufacturers Hanover Trust Company; that the seal
affixed to the foregoing instrument is the corporate seal of
said corporation; that said instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

Kathy A. Murphy
Notary Public

KATHY A. MURPHY
Notary Public, State of New York
No. 60-4825140
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1986